

**(THE COMPANIES ACT, 2013) (COMPANY
LIMITED BY SHARES)**

MEMORANDUM OF ASSOCIATION

OF

SHARPLINE BROADCAST LIMITED

- I. The Name of the Company is **SHARPLINE BROADCAST LIMITED**.
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- III. The Objects for which the Company is established are:

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS
INCORPORATION ARE:-**

1. To launch television channels, for the news, music, serial and other programmes and to carry on the business of TV news, films, music, serials and lecture agency on a worldwide network having stringers, special, correspondence, and representatives at different centers in India and abroad and to evolve, devise and formulate and effective medium for news coverage and to make arrangement with Indian television systems in other countries for direct telecast of news clippings and feature agency utilizing satellites or other modes or media, and abroad for the supply of news, feature, clipping, photographers, films and recordings.
2. To carry on the business of production, edition dubbing, shooting making, processing, directing, distributing, exhibiting, importing, exporting, to otherwise deal in films, movies, documentaries and for that matter to own, establish, run, promote, develop, maintain and acquire studios, dark rooms, laboratories sites with all apparatus, equipments, facilities including cameras, projectors, editing tables, in India and abroad and to produce films of all kinds including television serials, cinematographic films, program, video and featured films, cable TV documentaries, dramas, plays, cartoon films, Education and development films and children films and other related films.
3. To carry on the business of the advertising agency for providing advertisers a complete range of advertising on all mass media such as radio, television, newspaper, magazine printed publicity, exhibition outdoor publicity and any other mode and also to act as media advisor, advertising, software generator, sales promoters agents both for outdoor and indoor, publicity through newspaper, video magazines, periodicals, radio, televisions, cinema slides, etc and to act as consultants on all matters and problems relating to advertising and marketing, distributing and selling methods and principles.
4. To carry on the business of content development of films, music's, programs, news serial, documentary films and software development and to do other work related with these activities.



{B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To acquire by purchase, exchange or otherwise any movable or immovable property any rights or privileges which the Company may deem necessary for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transactions of the Company.
3. To import, buy, exchange, alter, improve, manipulate, all kinds of plants, machinery, apparatus, tools, utensils, substances, materials and things, necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company in any person or persons or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, offices, shops, stores, buildings, telephones all kinds of works, machinery, apparatus, and houses and conveniences necessary for carrying on the main business of the Company.
6. To acquire and take over the whole or any part of the business, goodwill, trademarks, properties and liabilities of any person or persons, firms, companies or undertakings, either existing or new, engaged in or carrying on or proposing to carry on main business of the Company to carry on and to pay for the same either in case or in shares.
7. To undertake or promote scientific research relating to the main business or class of main business of the Company.
8. To negotiate and enter into agreements and contracts with Indian or foreign individuals, companies, corporations and other organisations for financial or any other assistance for carrying out all or the main objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the main objects of the Company.
9. Subject to the provisions of Companies Act 2013, to amalgamate with any other company or companies having all or any of their objects similar to the objects of the Company in any manner whether with or without the liquidation of the Company.



10. To guarantee the performance of Contracts undertaken by persons, firms or companies carrying on or authorised to carry on any business or businesses which this company is authorised to carry on and to guarantee the payment of liabilities of any such persons, firms or companies.
11. To apply for, obtain, purchase of otherwise acquire and prolong and renew any patents, patent rights, brevet, invention, process, or technical or other assistance, manufacturing processes, know-how and other information, designs patterns, copyrights, trade-mark licences, concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same or grant licences in respect thereof and to expend money in experimenting upon, testing improving any such patents, inventions, rights or concessions.
12. To apply for and obtain any Act of legislature, charter, privilege, concession, Licence or authorisation of any Government, State or other Authority enabling the Company to carry any of its main objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or Indirectly to prejudice the interests of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, Authority, person or company any rights, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out and exercise and comply therewith.
14. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any country the main business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of business.
16. Subject to the provisions of the Companies Act 2013, and the Rules made thereunder and the directions issued by Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company may deem fit and in particular by the issue of debentures, debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company, both present and future, including its uncalled capital and also by a



similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or such other person or company and to give the lenders the power to sale and other powers as may seem expedient and purchase, redeem or pay off any such securities.

17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
19. To lease mortgage, exchange, grant licences and other rights improve, manage, develop or dispose of undertaking, investments, properties, assets and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
20. To distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up subject to the provision of the Companies Act 2013.
21. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply, as the Company may, from time to time, think fit, any moneys received by way of premium on debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the Company of forfeited shares, subject to the provision of the Company Act, 2013.
22. To employ agents or experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company proposes to acquire.
23. To accept gifts, bequests, devises or donations of any movable or immovable property or any rights or interests therein from members or others.
24. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interests of the Company
25. Subject to the provisions of the Companies Act, 2013, to subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of money or other assets to any institutions clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual, body of individuals or bodies corporate.



26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowance, bonuses or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
27. To establish, for any of the objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may think fit.
28. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has powers to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the Company may determine.
29. To pay out of the funds of the Company all costs, Charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.
30. To send out to foreign countries, its Directors, employees or any other person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connection or for promoting the interests of the Company and to pay all expenses incurred in this connection.
31. To compensate for loss of office any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or other statute of rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction of the Company.
32. To agree to refer to arbitration any dispute, present or future, between the Company and any other company, firm, individual or other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.



33. To appoint agents, sub-agents, dealers, managers canvassers, sale representatives or salesmen for transacting all or any kind of its main business which the Company authorised to carry on and to constitute agencies of the Company in India or in any other country whatsoever and to establish depots and agencies in different parts of the world.
34. Subject to any law for the time being in force, or undertake or take part in the formation, supervision of the business & operations of any person firm, body corporate, association or undertaking carrying on the main business of the Company.
- IV. The liability of the Members is Limited
- V. The authorized share capital of the Company is Rs. 35,00,00,000/- {Rupees Thirty-Five Crore only) divided into 3,50,00,000 three Crore Fifty Lacs only) Equity Shares of Rs. 10/- {Rupees ten only) each.".



*****The Capital clause altered by members of the company by passing the Special Resolution in the Extra Ordinary General Meeting of the company held on 12th December, 2025.***

We, the several persons whose names and addresses are subscribed, below are desirous of being formed it a Company in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set apposite our respective names:-

Names, addresses, occupation and description of subscribers	No. of Equity Shares taken byeach Subscriber	Signature of Subscribers	Signature of witness with address, description and occupation
Mamta Jindal W/o Pradeep Kr. Jindal C-6/5, Model Town, Delhi-110009 Business	10 (Ten)	Sd/- Mamta Jindal	I witness the signatures of all the subscribers Sd/- (RAVINDER AGARWAL) Chartered Accountant 67/4, Madras House, Darya Ganj, New Delhi-110002
Pradeep Kumar Jindal S/o Shri Denesh Chand Jindal C-6/5, Model town, Delhi-110009 Business	10 (Ten)	Sd/- Pradeep Kumar Jindal	
Prakash Agarwal S/o Sh. R.G. Agarwal 67/4, Madras House, Darya Ganj, New Delhi Chartered Accountant	10 (Ten)	Sd/- Prakash Agarwal	
Total	30 (Thirty) Equity Shares		

New Delhi

Dated this

1st

day of

March, 1990

